

LAW OFFICES

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A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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WASHINGTON, D.C. 20006-4103
202-296-8600

November 10, 1999

Via Messenger Delivery

Mr. Vernon A. Williams
Secretary
Office of the Secretary
The Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RECORDATION NO.

FILED

NOV 10 '99

10-00AM

22509-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three original executed copies and two photostatic copies of a Termination of Agreement, dated as of November 5, 1999, (the "Termination Agreement"), between Johnstown America Corporation and Commonwealth Edison Company which Termination Agreement is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The Termination Agreement relates to that certain Interim User Agreement, dated as of October 1, 1999 (the "User Agreement"), between Johnstown America Corporation, as Owner, and Commonwealth Edison Company, as User, which User Agreement was duly recorded and filed, pursuant to 49 U.S.C. Section 11301, with the Surface Transportation Board on November 1, 1999 and assigned recordation number 22509.

The names and addresses of the parties to the enclosed Termination of Agreement are:

Owner: Johnstown America Corporation
17 Johns Street
Johnstown, Pennsylvania 15901

November 10, 1999

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User: Commonwealth Edison Company
1411 Opus Place, Suite 200
Downers Grove, Illinois 60515-5701

A description of the railroad equipment covered by the enclosed document is set forth in the Termination of Agreement.

Also enclosed is a check in the amount of \$26.00 payable to the order of The Surface Transportation Board covering the required recordation fee.

Kindly return two stamped original copies, two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Joseph A. McQuade at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Termination of Agreement, dated as of November 5, 1999, between Johnstown America Corporation and Commonwealth Edison Company, which relates to and terminates the Interim User Agreement dated as of October 1, 1999.

Primary Document to Which it Relates

Interim User Agreement, dated as of October 1, 1999, between Johnstown America Corporation, as Owner, and Commonwealth Edison Company, as User, duly recorded and filed, pursuant to 49 U.S.C. §11301, with the Surface Transportation Board on November 1, 1999 and assigned Recordation Number 22509.

Very truly yours,



Joseph A. McQuade

SGL/vgc
Enclosure

cc: Robert W. Kleinman
Susan G. Lichtenfeld

RECORDATION NO. 22509-A FILED

NOV 10 '99

10-00AM

TERMINATION OF AGREEMENT

THIS TERMINATION OF AGREEMENT ("Termination"), is made this ~~8th~~ day of November, 1999, by and between Johnston America Corporation, a Delaware corporation ("Johnstown"), and COMMONWEALTH EDISON COMPANY, an Illinois corporation ("User").

WHEREAS, Johnstown and User are parties to an Interim User Agreement, dated as of October 1, 1999 (the "Agreement"); and

WHEREAS, the Agreement was duly filed for recordation with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. Section 11301, on November 1, 1999 at 2:15 p.m. and given Recordation Number 22509; and

WHEREAS, Johnstown and User desire to terminate and cancel the Agreement with respect to the equipment described herein and to record such termination and cancellation with the STB;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, User and Johnstown, intending to be legally bound, agree as follows:

1. User and Johnstown hereby terminate and cancel the Agreement, effective as of the date this Termination is filed with the STB with respect to the equipment described on Schedule 1 attached hereto (hereinafter, the "Terminated Equipment"), and User and Johnstown hereby agree that no rights, duties or liabilities under the Agreement with respect to such terminated Equipment shall survive such termination and cancellation of the Agreement, except with respect to acts, events, or omissions under the Agreement occurring on or prior to the date hereof.


2. The parties agree to record this Termination with the STB so as to release any lien against the Terminated Equipment created by or arising out of the Agreement.

3. Nothing herein contained shall be construed to terminate and cancel the Agreement with respect to any equipment other than the Terminated Equipment hereinabove specifically described.

4. This Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination.

IN WITNESS WHEREOF, Johnstown and User have caused this Termination to be executed as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION, a
Delaware corporation

By 
Its CONTRACT ADMINISTRATOR
MICHAEL P. SISK, JR.

COMMONWEALTH EDISON COMPANY
an Illinois corporation

By _____
Its _____

IN WITNESS WHEREOF, Johnstown and User have caused this Termination to be executed as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION, a
Delaware corporation

By _____
Its _____

COMMONWEALTH EDISON COMPANY
an Illinois corporation

By Emerson J. Lacey
Its Vice President

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF CAMBRIA)

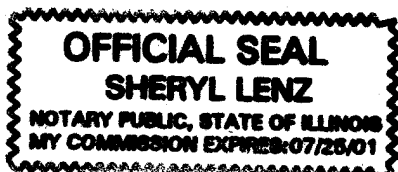
On this, the ____ day of November, 1999 before me, a Notary Public in and for said County and State, personally appeared _____ of JOHNSTOWN AMERICA CORPORATION, who acknowledged himself to be a duly authorized officer of JOHNSTOWN AMERICA CORPORATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
 Notary Public
 My Commission Expires: _____
 Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF)

On this, the 14th day of November, 1999 before me, a Notary Public in and for said County and State, personally appeared Emerson W. Lacey of COMMONWEALTH EDISON COMPANY, who acknowledged himself to be a duly authorized officer, of COMMONWEALTH EDISON COMPANY and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.



Name: Sheryl Kenz
Notary Public
My Commission Expires:
Residing in

SCHEDULE 1

720 ALUMINUM AEROFLO BETHGON RAILCARS BEARING THE FOLLOWING ROAD MARKS AND NUMBERS (BOTH INCLUSIVE):

CWEX 9001 THROUGH CWEX 9720